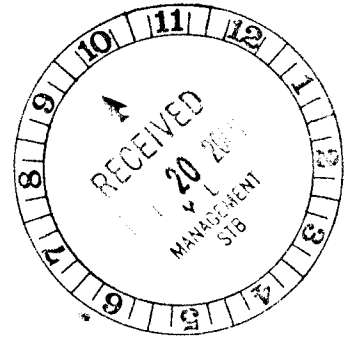




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October 19, 2000

Taledia Stokes
Surface Transportation Board **SURFACE TRANSPORTATION BOARD**
Recordation Office
1925 K Street, N.W., Suite 700
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of June 23, 2000 between the following parties:

Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC
1211 Avenue of the Americas, New York, NY 10036

Lessee: LAFARGE CORPORATION
4000 Town Center, Suite #2000, Southfield, MI 48075

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC and Lessee: LAFARGE CORPORATION covering (25) 3250 c.f. capacity covered hopper railcars with reporting marks and numbers – **See attached listing.**

Please file this memorandum as a primary document with the Surface Transportation Board and return one (1) stamped original to my attention. A check covering the filing fee of twenty-six dollars (\$26.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator
Enclosure/sll

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Mark and Numbers</u>
25	3250 c.f. capacity covered hopper railcars.	CEFX 80392 CEFX 80406 CEFX 80408 CEFX 80411 CEFX 80412 CRFX 80413 CEFX 80414 CEFX 80417 CEFX 80427 CEFX 80428 CEFX 80430 CEFX 80431 CEFX 80432 CEFX 80434 CEFX 80440 CEFX 80455 CEFX 80458 CEFX 80465 CEFX 80466 CEFX 80467 CEFX 80468 CEFX 80473 CEFX 80475 CEFX 80481 CEFX 80482

MEMORANDUM OF RAILCAR LEASE **SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 23rd day of June, 2000, is made by The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and LaFarge Corporation, a MD corporation, with an address at 4000 Town Center - Suite #2000, Southfield, MI 48075 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of June 23, 2000, effective as of July 1, 1999, covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Joseph J. Markowski
Name: Joseph J. Markowski
Title: Vice President

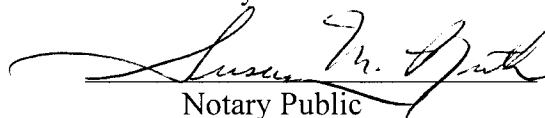
LAFARGE CORPORATION

By: Donald T. Smith
Name: Donald T. Smith
Title: Manager Surface Transportation

STATE OF MICHIGAN)
) SS:
COUNTY OF OAKLAND)

On this 7th day of August, 2000 before me personally appears Donald T. Smith, to me personally known, who by me duly sworn, says that he/~~she~~ is the Manager Surface Transportation, Canada of LAFARGE CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

SUSAN M. RUTH
NOTARY PUBLIC - OAKLAND COUNTY, MI
MY COMMISSION EXP. 12/14/2000

[SEAL]

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

On this 15th day of August, 2000 before me personally appears Joseph Markowski, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Notary Public

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, ~~199~~²⁰⁰¹

[SEAL]

My Commission expires

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Car Mark and Numbers</u>
25	3250 c.f. capacity covered hopper railcars.	CEFX 80392 CEFX 80406 CEFX 80408 CEFX 80411 CEFX 80412 CRFX 80413 CEFX 80414 CEFX 80417 CEFX 80427 CEFX 80428 CEFX 80430 CEFX 80431 CEFX 80432 CEFX 80434 CEFX 80440 CEFX 80455 CEFX 80458 CEFX 80465 CEFX 80466 CEFX 80467 CEFX 80468 CEFX 80473 CEFX 80475 CEFX 80481 CEFX 80482